

INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS

IF THE OFFEROR/BIDDER/CONTRACTOR IS OWNED BY A PARENT ORGANIZATION(S), THE FOCI CERTIFICATE PERTAINING TO FOREIGN INTERESTS (SF-328) MUST BE ATTACHED FOR ALL TIER PARENTS, I.E., ULTIMATE PARENT AND ANY INTERVENING LEVELS OF OWNERSHIP. EACH CERTIFICATION MUST BE SIGNED AND DATED BY AN AUTHORIZED OFFICIAL OF THE RESPECTIVE ORGANIZATION, I.E., AN OFFICIAL IDENTIFIED IN YOUR ORGANIZATION'S ARTICLES OF INCORPORATION OR BY-LAWS AS RESPONSIBLE FOR MANAGING THE BUSINESS AFFAIRS OF THE ORGANIZATION, OR ANY OTHER EMPLOYEE, IDENTIFIED BY NAME, OF THE ORGANIZATION IF DESIGNATED IN WRITING BY SUCH AN AUTHORIZED OFFICIAL AS HAVING BEEN DELEGATED AUTHORITY TO EXECUTE THE FOCI CERTIFICATE PERTAINING TO FOREIGN INTERESTS (SF-328) ON BEHALF OF THE ORGANIZATION.

IF YOUR ORGANIZATION OWNS OTHER ENTITIES, CONSOLIDATED INFORMATION FOR ALL YOUR WHOLLY-AND/OR MAJORITY-OWNED SUBSIDIARIES (FOREIGN AND DOMESTIC) MUST BE PROVIDED.

IF THE OFFEROR/BIDDER/CONTRACTOR IS A PUBLICLY TRADED COMPANY OR A SUBSIDIARY OF ANOTHER CORPORATION, THE CONTRACTOR AND ALL TIER PARENTS MUST SUBMIT THE FOLLOWING INFORMATION IN ADDITION TO THE EXECUTED FOCI REPRESENTATIONS:

1. THE ULTIMATE PARENT MUST SUBMIT ITS MOST RECENT ANNUAL REPORT, MOST RECENT PROXY STATEMENT FOR ITS ANNUAL MEETING OF STOCKHOLDERS, AND ITS SECURITIES AND EXCHANGE COMMISSION 10-K REPORT.
2. SUBSIDIARIES MUST SUBMIT SEPARATE CONSOLIDATED FINANCIAL INFORMATION FOR THEIR ORGANIZATION AND ALL THEIR WHOLLY AND/OR MAJORITY-OWNED SUBSIDIARIES AND AFFILIATES.
3. THE CONTRACTOR AND ALL TIER PARENTS MUST SUBMIT A LIST IDENTIFYING THEIR RESPECTIVE ORGANIZATION'S OFFICERS, DIRECTORS, AND EXECUTIVE PERSONNEL, TO INCLUDE THEIR NAMES; SOCIAL SECURITY NUMBERS; CITIZENSHIP; TITLES OF ALL POSITIONS THEY HOLD WITHIN THE ORGANIZATION; AND WHAT CLEARANCES, IF ANY, THEY POSSESS OR ARE IN THE PROCESS OF OBTAINING AND IDENTIFICATION OF THE GOVERNMENT AGENCY(IES) THAT GRANTED OR WILL BE GRANTING THOSE CLEARANCES.
4. IF ANY POSITION IS VACANT, SO STATE.

IF THE OFFEROR/BIDDER/CONTRACTOR IS A PRIVATELY OWNED COMPANY, THE FOLLOWING INFORMATION MUST BE PROVIDED IN ADDITION TO THE EXECUTED FOCI REPRESENTATIONS:

1. CONSOLIDATED FINANCIAL INFORMATION FOR THEIR ORGANIZATION AND ALL THEIR WHOLLY-AND/OR MAJORITY-OWNED SUBSIDIARIES AND AFFILIATES.
2. THIS INFORMATION MUST BE PROVIDED BY THE APPROPRIATE OFFICIAL WITHIN THEIR ORGANIZATION, E.G., CHIEF FINANCIAL OFFICER, TREASURER.
3. A LIST IDENTIFYING THE ORGANIZATION'S OWNERS, OFFICERS, DIRECTORS, AND EXECUTIVE PERSONNEL, TO INCLUDE THEIR NAMES; SOCIAL SECURITY NUMBERS; CITIZENSHIP; TITLES OF ALL POSITIONS THEY HOLD WITHIN THE

ORGANIZATION; AND WHAT CLEARANCES, IF ANY, THEY POSSESS OR ARE IN THE PROCESS OF OBTAINING AND IDENTIFICATION OF THE GOVERNMENT AGENCY(IES) THAT GRANTED OR WILL BE GRANTING THOSE CLEARANCES. (ALL BLANKS AND COLUMNS MUST BE ADDRESSED. IF NOT APPLICABLE (N/A), STATE N/A OR NONE.) IF ANY POSITION IS VACANT, SO STATE.

(Version 12.3g, FAC 97-01, DEAR 9/4/97) (OCT 97)

Question #1:

- a. Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5% or more of the outstanding shares of any class of your organization's equity securities? If yes:
  - Identify the percentage of any class of stock or other securities issued, which are owned by foreign persons, broken down by country. Include indirect ownership through one or more intermediate level(s) of subsidiaries. Indicate voting rights of each class of stock.
  - Are there shareholder agreements? If yes, attach a copy(ies), and if none, so state.
  - Indicate whether a copy of SEC Schedule 13D/13G report has been received from any investor. If yes, attach a copy(ies).

NOTE: Ownership of less than 5% should be included if the holder is entitled to control the appointment and tenure of any management position.

- b. (for entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5% or more of your organization's total/capital commitment? If yes:
  - Identify the percentage of total capital commitment which is subscribed by foreign persons.
  - Is there an agreement (s) with the subscriber (s) ? If yes, attach a copy(ies), and if none, so state.

Question #2

Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10% or more of any foreign interest? If yes:

- Identify the foreign interest by name, country, percentage owned, and personnel who occupy management positions with the organizations.
- If there are personnel from your organization who occupy management positions with the foreign firm(s), identify the name(s), title, and extent of involvement in the operations of the organizations (to include access to classified information).

Question #3:

Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or

senior management officials? If yes:

- Identify the foreign person(s) by name, title, citizenship, immigration status and clearance or exclusion status.
- Attach copies of applicable by-laws or articles of incorporation which describe the affected position(s). However, if you have already provided such copies to the Cognizant Security Agency Industrial Security Representative, so state.

#### Question #4

Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization? If yes:

Identify the foreign person(s) by name, title, citizenship, and all details concerning the control or influence.

Note: If any foreign person (s) have such power, this question shall be answered in the affirmative even if such power has not been exercised, and whether or not it is exercisable through ownership of your facility's securities, if such power may be invoked by contractual arrangements or by other means.

#### Question #5

Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)? If yes:

For each instance, provide the name of the foreign person, country, percentage of gross income derived, and nature of involvement, including:

- whether defense/nuclear related or not
- involvement with classified or export controlled technology
- compliance with export control requirements

Where the organization has a large number of involvements and where these involvements are not defense nuclear related and represent a small percentage of gross income, the explanation can be a generalized statement addressing the totals by country.

Note: We do not expect and will not require the contractor to ask every customer if he/she falls within the NISPOM definition of a foreign person. We will ask the contractor to provide ongoing security education to those individuals who negotiate and/or administer such agreements regarding their responsibilities to report agreements with a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

#### Question #6:

Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)? If yes:

- Provide your overall debt-to-equity ratio (in percentage).
- With respect to indebtedness or liability to a foreign person, indicate to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement. If stock or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default).
- If any debentures are convertible, provide specifics.
- If loan payments are in default, provide details.

This question should be answered in the affirmative if the debt is with a U.S. entity that is owned or controlled either directly or indirectly by a foreign person. If unknown, so state.

Note: As stated above, we do not expect and will not require the contractor to ask every lender if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle lending arrangements regarding their responsibilities to report any such arrangements with a foreign person lender, to the best of their knowledge. The contractor will be certifying the response to this question as being to “the best of his/her knowledge” or “through his/her best efforts”.

Question #7:

During your last fiscal year, did your organization derive:

- a. 5% or more of its total revenues or net income from any single foreign person?
- b. In the aggregate 30% or more of its revenues or net income from foreign persons?

If yes to either part of the question:

- Provide overall percentage of income derived from foreign sources by country, nature of involvement, and type of services or products.
- Indicate if any single foreign source represents in excess of 5% of total revenues or net income.
- Indicate whether any classified information is involved.
- State whether facility is in compliance with applicable export control requirements.

Note: As previously stated, we do not expect and will not require the contractor to ask every customer if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle information about company revenues regarding their responsibility to report revenues derived from a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question as being to “the best of his/her knowledge” or “through his/her best effort”.

Question #8:

Is 10% or more of your organization's securities held in "nominee shares," in "street names" or in some other method which does not disclose the beneficial owner? If yes:

- Identify each foreign institutional investor holding 10% or more of the voting stock by name and address and the percentage of stock held.
- Indicate whether any investor has attempted to, or has exerted any control or influence over appointments to management positions or influenced the policies of the organization.
- Include copies of SEC Schedule 13D/13G.

Question #9:

Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regent's, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)? If yes:

- Provide the name, title, citizenship, immigration status and clearance or exclusion status on all such persons.
- Identify, by name and address, each foreign organization with which such persons serve and indicate the capacity in which they are serving.
- Include a Statement of Full Disclosure of Foreign Affiliations for every cleared individual who is a representative of a foreign interest

Note. We expect the contractor to be able to answer this question fully for those individuals holding such positions with his/her foreign subsidiaries and any foreign interests. However, we do not expect and will not require the contractor to ask every individual to ascertain if he/she is serving as a director, officer or manager of a foreign person. We will ask the contractor to provide ongoing security education to all key management personnel of their responsibilities to report serving as an interlocking director or in any other type of positions with a foreign person to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

Question #10:

Is there any other factor (s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization? If yes:

- Describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.

## DEFINITIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS

**Affiliate** - Any entity effectively owned or controlled by another entity.

**Beneficial Owner** - The true owner of a security who may, for convenience, be recorded under the name of a nominee. Such ownership entitles the owner to the power to vote or direct the voting of a security or to impose or direct the disposition of a security.

**Bond** - A certificate which is evidence of a debt in which the issuer promises to repay a specific amount of money to the bondholder, plus a certain amount of interest, within a fixed period of time.

**Convertible Debentures** - Bonds which the holder can exchange for shares of voting stock.

**Covenant** - A detailed clause in a lending agreement designed to protect the lender.

**Debenture** - A general debt unsecured by a pledge of any specific piece of property. Like any other general creditor claims, a debenture is secured by any property not otherwise pledged.

**Debt-to-Equity Ratio** - Total liabilities divided by total shareholders' equity (total assets minus total liabilities of a corporation; also called stockholders' equity, equity, and net worth). This shows to what extent owners' equity can cushion creditors' claims in the event of liquidation.

**Equity Security** - An ownership interest in a company, most often taking the form of corporate stock.

**Foreign Interest** - Any foreign government, agency of a foreign government, or representative of a foreign government; any form of business enterprise or legal entity organized, chartered or incorporated under the laws of any country other than the U.S. or its possessions and trust territories, and any person who is not a citizen or national of the United States.

**Foreign Person** - Any foreign interest and any U.S. person effectively owned or controlled by a foreign interest.

**Guarantor** - One who makes the guaranty (an agreement or promise to answer for the debt, default or miscarriage of another).

**Immigration Status** - Legal basis for a non-U.S. citizen's residence in the United States (e.g., work visa, admission for permanent residence). Note: Immigration and Naturalization Service Form I-9 is an excellent source for this information.

**Joint Venture** - A partnership or cooperative agreement between two or more persons or firms, usually restricted to a single specific undertaking. Normally the undertaking is of short duration, such as for the design and construction of a dam.

**Liability** - Claim on the assets of a company or individual.

**Licensing Agreement** - A permit granted by one business to another which permits duplication of processes and production of similar items.

**Management Positions** - For the purposes of the questions on this form, management positions shall

include owners, officers, directors, partners, regents, trustees, senior management officials, other executive personnel and the facility security.

Nominee Share - A share of stock or registered bond certificate which has been registered in a name other than the actual owner.

Proxy - One who acts for another. Also, the document by which such a representative is authorized to act.

Representative of a Foreign Interest (RFI) - A citizen or national of the U.S., who is acting as a representative of a foreign interest (see Foreign Interest).

S.E.C. Schedule 13D - This schedule discloses beneficial ownership of certain registered equity securities. Any person or group of persons who acquire a beneficial ownership of more than 5 percent of a class of registered equity securities of certain issuers must file a Schedule 13D reporting such acquisition with certain other information.

S.E.C. Schedule 13G - This schedule is a much abbreviated version of Schedule 13D that is only available for use by a limited category of "persons" (such as banks, broker/dealers, and insurance companies) and even then only when the securities were acquired in the ordinary course of business- and not with the purpose or effect of changing or influencing the control of the issuer.

Sales Agreement - An agreement between two parties for the sale of goods or services on a continuing basis.

Stock Option - An option is the right to buy or sell at some point in the future.

Street Name - The common practice of registering publicly traded securities in the name of one or more brokerage firms.

Subordinated Debenture - A bond having a claim on assets only after the senior debt has been paid off in the event of liquidation.

Surety - One who is immediately liable for the debt of another if that other person or entity fails to pay.

Total Capital Commitment - The sum of money and other property an enterprise uses in transacting its business.

U.S. Person - Any form of business enterprise or entity organized, chartered or incorporated under the laws of the United States or its possessions and trust territories and any person who is a citizen or national of the United States.

List ALL Owners, Officers, Directors, and Executive Personnel (OODEPs) <sup>1,2</sup>

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Company's Current Legal Name, Address, and Phone Number  
of Company's Principal Executive Offices:

Other names used (e.g., doing business as):

Date Submitted:

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Tax Identification No.

Date Company was Incorporated:

State of Incorporation:

(Must provide any name or address change of the Company's  
principal executive office and date(s) of change during past  
10 years on the Attachment page.)

## Organization Status:

<input type="checkbox"/> Corporation	<input type="checkbox"/> Sole Proprietorship	Partnership: <input type="checkbox"/> General <input type="checkbox"/> Limited	<input type="checkbox"/> Other:
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## Stock Ownership:

<input type="checkbox"/> Privately-Owned	<input type="checkbox"/> Publicly-Traded	<input type="checkbox"/> Subsidiary of:
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NAME First Name, Initial, Last Name	POSITION TITLES	IF OWNER, % OF OWNERSHIP <sup>2</sup>	SSN	CLEARANCE HELD AND/OR BEING OBTAINED AND ISSUING AGENCY	CITIZENSHIP
	Facility Security Officer				

<sup>1</sup>The above information, i.e., name, titles, etc., must be provided for the following: (a) the proprietor of a sole proprietorship; (b) all individuals managing the business affairs of a corporation. In most cases, these individuals are identified in the Articles of Incorporation or By-Laws and include the Board of Directors, President, Secretary, and Treasurer; (c) the General Partner(s) of a Limited Partnership; and (d) all partners of a General Partnership. <sup>2</sup> In addition, privately-held entities must provide the above information, i.e., name, titles, etc., for all owners, and also provide the percentage of issued stock/shares held by each owner List certified correct by:

Typed or Printed Name and Signature

Title

Date



COMPANY'S PRINCIPAL EXECUTIVE OFFICE NAME/ADDRESS CHANGE

Company Name/Address Change:

Date of Change:

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The following is a new sensitive country listing recently received from Headquarters. Countries appear on this list for reasons of national security, terrorism, or nuclear nonproliferation support.

Algeria  
Armenia  
Azerbaijan  
Belarus  
China, People's Republic of (Including Hong Kong)  
Cuba  
Georgia  
India  
Iran  
Iraq  
Israel  
Kazakhstan  
Kyrgyzstan  
Libya  
Moldova  
Korea, Democratic Peoples Republic of (North Korea)  
Pakistan  
Russia  
Sudan  
Syria  
Taiwan  
Tajikistan  
Turkmenistan  
Ukraine  
Uzbekistan

Note: Due to the dynamic nature of world events, other countries may, at any time, become sensitive. Therefore, caution should be exercised in dealing with citizens of countries not listed to ensure that sensitive information, although unclassified in nature, is not inadvertently disclosed. This would include nuclear and other U.S. technology and economic information.

## FOCI DATA SHEET

COMPANY NAME:

Listed below are documents required to complete a FOCI Determination.

### FOCI Determination Documents common to all Business Structures

OODEP LIST  
RFI STATEMENT  
SF-328  
WEB PAGE ADDRESS (if applicable)

### Additional documents required to be included for a PUBLICLY TRADED CORPORATION

ARTICLES OF INCORPORATION  
SEC 10K REPORT  
PROXY STATEMENT  
SEC SCHEDULES 13D & 13G  
CORPORATE BY-LAWS  
IRS FORM 5471  
ANNUAL REPORT WITH FINANCIAL INFORMATION

### Additional documents required to be included for a PRIVATELY OWNED CORPORATION

ARTICLES OF INCORPORATION  
CORPORATE BY-LAWS  
IRS FORM 5471 (IF APPLICABLE)  
ANNUAL REPORT WITH FINANCIAL INFORMATION (OR)  
AUDITED FINANCIAL INFORMATION IN LIEU OF ANNUAL REPORT  
(IF UNAUDITED, SUBMIT A CERTIFICATION ATTESTING TO THE  
UNAVAILABILITY OF AUDITED INFORMATION)

### Additional documents required for a PARTNERSHIP

PARTNERSHIP AGREEMENT  
SEC 10K REPORT  
PROXY STATEMENT  
SEC SCHEDULES 13D & 13G  
IRS FORMS 5471 & 1065  
LATEST ANNUAL REPORT WITH FINANCIAL INFORMATION (OR)  
AUDITED FINANCIAL INFORMATION IN LIEU OF ANNUAL REPORT  
(IF UNAUDITED, SUBMIT A CERTIFICATION ATTESTING TO THE  
UNAVAILABILITY OF AUDITED INFORMATION)  
MOST CURRENT BOARD MEETING MINUTES IDENTIFYING  
EXECUTIVE APPOINTMENTS/CHANGES

Additional documents required for a PROPRIETORSHIP  
TAX ID NO./STATE REGISTRATION CERTIFICATE

IRS FORM 1040

ANNUAL REPORT OR AUDITED FINANCIAL INFORMATION FOR MOST  
RECENT FISCAL YEAR (IF AUDITED REPORT IS NOT AVAILABLE  
CFO/TREASURER MUST SIGN AND DATE THE FINANCIAL STATEMENT  
CERTIFYING THAT IT IS CURRENT AND CORRECT)  
IF COMMUNITY PROPERTY STATE (AZ, CA, ID, LA, NV, NM, TX, WA,  
WI) SPOUSAL INFORMATION IS ALSO REQUESTED. IF SUBJECT IS  
SINGLE PLEASE SO STATE.

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Additional documents required for a LIMITED LIABILITY CORPORATION

CERTIFICATE OF ORGANIZATION  
OPERATING AGREEMENT  
AUDITED FINANCIAL INFORMATION FOR MOST RECENT FISCAL YEAR  
(IF UNAUDITED THE CFO/TREASURER MUST SIGN AND DATE THE  
FINANCIAL STATEMENT CERTIFYING THAT IT IS CURRENT AND  
CORRECT)

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Additional documents required for a COLLEGE/UNIVERSITY

UNIVERSITY CHARTER  
LATEST ANNUAL REPORT  
MOST CURRENT BOARD MEETING MINUTES IDENTIFYING  
EXECUTIVE APPOINTMENTS/CHANGES

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SAMPLE FORMAT

REPRESENTATIVE FOR FOREIGN INTEREST STATEMENT

This form is to be initially submitted, as part of the FOCI package, by the contractor or subcontractor. The form should be completed and executed by each employee who holds a position with a foreign interest and who possesses or is being processed for a DOE security clearance who becomes an RFI or whose status as an RFI changes in a manner that would make him/her ineligible for a security clearance.)

Name and address of the foreign firm:

Nature of business of foreign firm:

Details of ownership of foreign firm:

The specific relationship between the foreign firm and the United States firm:

Percentage of time devoted to foreign firm:

Summary of duties with the United States firm. Provide detailed information as well as title of position:

Summary of duties with the foreign firm. Provide detailed information as well as title of position:

Have you ever registered as an Agent of a foreign government as detailed in 18 U.S.C. 219? If so, provide details:

Communist affiliation; if none, so state:

**CERTIFICATION**

I recognize my special responsibility to protect classified information from disclosure to any unauthorized person, foreign or domestic.

Typed or Printed Name:

Full Name: \_\_\_\_\_ Date: \_\_\_\_\_  
(Signature)

SSN:

Facility:

CERTIFICATE PERTAINING TO FOREIGN INTERESTS  
(Type or print all answers)

Form Approved  
OMB No. 0704-0194  
Expires June 30, 2004

The public reporting burden for this collection of information is estimated to average 70 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports (0704-0194), 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302.

**PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ADDRESS. RETURN COMPLETED FORM TO YOUR RESPECTIVE COGNIZANT SECURITY OFFICE.**

#### PENALTY NOTICE

Failure to answer all questions or any misrepresentation (by omission or concealment, or by misleading, false or partial answers) may serve as a basis for denial of clearance for access to classified information. In addition, Title 18, United States Code 1001, makes it a criminal offense, punishable by a maximum of (5) five years imprisonment, \$15,000 fine or both, knowingly to make a false statement or representation to any Department or Agency of the United States, as to any matter within the jurisdiction of any Department or Agency of the United States. This includes any statement made herein which is knowingly incorrect, incomplete or misleading in any important particular.

#### PROVISIONS

1. This report is authorized by the Secretary of Defense, as Executive Agent for the National Industrial Security Program, pursuant to Executive Order 12829. While you are not required to respond, your eligibility for a facility security clearance cannot be determined if you do not complete this form. The retention of a facility security clearance is contingent upon, your compliance with the requirements of DoD 5220.22-M for submission of a revised form as appropriate.

2. When this report is submitted in confidence and is so marked, applicable exemptions to the Freedom of Information Act will be invoked to withhold it from public disclosure.

3. Complete all questions on this form, mark "Yes" or "No" for each question. If your answer is "Yes" furnish in full the complete information under "Remarks".

#### QUESTIONS AND ANSWERS

YES NO

1. (Answer 1a. or 1b.)

a. (For entities which issue stock). Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5 percent or more of the outstanding shares of any class of your organization's equity securities?

b. (For entities which do not issue stock). Has any foreign person directly or indirectly subscribed 5 percent or more of your organization's total capital commitment?

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2. Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10 percent or more of any foreign interest?

3. Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials?

4. Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization?

5. Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)?

6. Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)?

7. During your last fiscal year, did your organization derive:

a. 5 percent or more of its total revenues or net income from any single foreign person?

b. In the aggregate 30 percent or more of its revenues or net income from foreign persons?

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YES NO

8. Is 10 percent or more of any class of your organization's voting securities held in "nominee" shares, in "street names" or in some other method which does not identify the beneficial owner?

9. Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants, for any foreign person(s)?

10. Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization?

REMARKS (Attach additional sheets, if necessary, for a full detailed statement)

#### CERTIFICATION

I CERTIFY that the entries made by me above are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

WITNESSES:

(Date Certified)

By

(Contractor)

NOTE: In case of a corporation, a witness is not required but

the certificate below must be completed. Type or print names under all signatures.

(Title)

(Address)

NOTE: Contractor, if a corporation, should cause the following certificate to be executed under its corporate seal, provided that the same officer shall not execute both the Agreement and the Certificate.

CERTIFICATE

I, \_\_\_\_\_, certify that I am the

of the corporation named as Contractor herein; that  
\_\_\_\_\_ who

signed this certificate on behalf of the Contractor, was then  
\_\_\_\_\_ of

said corporation; that said certificate was duly signed for and in behalf of said corporation by authority of its  
governing body, and is within the

scope of its corporate powers.

(Corporate Seal)

(Signature and Date)